

**ORIGINAL**

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

WAYNE BERRY,

Plaintiff,

vs.

Case No.: 1:07-CV-07634 (PAC)

DEUTSCHE BANK TRUST COMPANY  
AMERICAS (F.A. BANKERS TRUST) AND JP  
MORGAN CHASE BANK IN THEIR  
SEPARATE CAPACITIES AND AS AGENTS  
FOR THE PRE AND POST-PETITION  
LENDERS OF FLEMING COMPANIES, INC.;  
GENERAL ELECTRIC CAPITAL  
CORPORATION; C&S WHOLESALE  
GROCERS, INC., DOES 1 TO 200.

Defendants.

FILED  
U.S. DISTRICT COURT  
2007 SEP 27 PM 4:20  
S.D. OF N.Y.

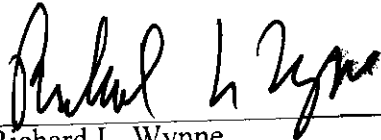
**MOTION TO ADMIT COUNSEL PRO HAC VICE**

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Richard L. Wynne, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission *pro hac vice* of:

Applicant's Name: F. Wade Ackerman  
Firm Name: Kirkland & Ellis LLP  
Address: 777 South Figueroa Street, 37th Floor  
City/State/Zip: Los Angeles, CA 90017  
Phone Number: 213-680-8400  
Fax Number: 213-680-8500

F. Wade Ackerman is a member in good standing of the bar of the State of California. There are no pending disciplinary proceedings against F. Wade Ackerman in any State or Federal Court.

Dated: September 26, 2007  
Los Angeles, California



Richard L. Wynne  
SDNY Bar: 1861426  
KIRKLAND & ELLIS LLP  
777 South Figueroa Street  
Los Angeles, California 90017  
Telephone: (213) 680-8400  
Facsimile: (213) 680-8500

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AND AS AGENTS FOR THE PRE AND POST-  
PETITION LENDERS OF FLEMING  
COMPANIES, INC.; GENERAL ELECTRIC  
CAPITAL CORPORATION; C&S  
WHOLESALE GROCERS, INC., DOES 1 TO  
200.

Defendants.

**AFFIDAVIT OF RICHARD L. WYNNE  
IN SUPPORT OF MOTION TO ADMIT COUNSEL PRO HAC VICE**

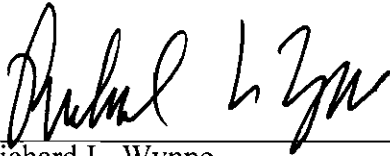
Richard L. Wynne, being duly sworn, hereby deposes and says as follows:

1. I am a partner at Kirkland & Ellis LLP, counsel for the Deutsche Bank Trust Company Americas and JP Morgan Chase Bank. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of the motion to admit F. Wade Ackerman as counsel *pro hac vice* to represent the Deutsche Bank Trust Company Americas and JP Morgan Chase Bank in this matter.
2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law on April 11, 1983. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. I have known F. Wade Ackerman since 2003.
4. Mr. Ackerman is an associate at Kirkland & Ellis LLP, in the Los Angeles, California office.
5. I have found Mr. Ackerman to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.

6. Accordingly, I am pleased to move the admission of F. Wade Ackerman, *pro hac vice*.
7. I respectfully submit herewith a proposed order granting the admission of F. Wade Ackerman, *pro hac vice*, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit F. Wade Ackerman, *pro hac vice*, to represent the Defendant in the above captioned matter, be granted.

Dated: September 26, 2007  
Los Angeles, California



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Richard L. Wynne  
SDNY Bar: 1861426  
KIRKLAND & ELLIS LLP  
777 South Figueroa Street  
Los Angeles, California 90017  
Telephone: (213) 680-8400  
Facsimile: (213) 680-8500



# THE STATE BAR OF CALIFORNIA

MEMBER SERVICES CENTER

180 HOWARD STREET, SAN FRANCISCO, CALIFORNIA 94105-1639

TELEPHONE: 888-800-3400

September 18, 2007

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, FRANK WADE ACKERMAN, #234747 was admitted to the practice of law in this state by the Supreme Court of California on December 14, 2004; and has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Governors or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

A handwritten signature in black ink, appearing to read "Kath Lambert", is written over the printed name.

Kath Lambert  
Custodian of Membership Records

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GENERAL ELECTRIC CAPITAL  
CORPORATION; C&S WHOLESALE  
GROCERS, INC., DOES 1 TO 200.

Defendants.

**ORDER FOR ADMISSION PRO HAC VICE ON WRITTEN MOTION**

Upon the motion of Richard L. Wynne, attorney for Deutsche Bank Trust Company Americas and JP Morgan Chase Bank and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that:

Applicant's Name:	F. Wade Ackerman
Firm Name:	Kirkland & Ellis LLP
Address:	777 South Figueroa Street, 37th Floor
City/State/Zip:	Los Angeles, CA 90017
Phone Number:	213-680-8400
Fax Number:	213-680-8500
Email Address:	wade.ackerman@kirkland.com

is admitted to practice pro hac vice as counsel for Deutsche Bank Trust Company Americas and JP Morgan Chase Bank in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is

assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at [nysd.uscourts.gov](http://nysd.uscourts.gov). Counsel shall forward the pro hac vice fee to the Clerk of the Court.

Dated:

\_\_\_\_\_  
United States District/Magistrate Judge

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CAPITAL CORPORATION; C&S  
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Defendants.

**AFFIDAVIT OF SERVICE**

State of California       )  
                                      ) ss:  
County of Los Angeles )

I, Richard L. Wynne, being duly sworn, depose and says:

1. I am not a party to this action and am over 21 years of age.
2. I am employed in the law firm of Kirkland & Ellis, attorneys for Deutsche Bank Trust Company America.
3. On September 26, 2007, I served true copies of a Motion to Admit Counsel Pro Hac Vice of F. Wade Ackerman, Order for Admission Pro Hac Vice on Written Motion, Affidavit of Richard L. Wynne and Affidavit of Service were served by U.S. Mail by depositing true copies of these documents enclosed in post-paid wrappers in an official depository under the exclusive



custody and control of the United States Postal Service within the State of California, addressed as follows:

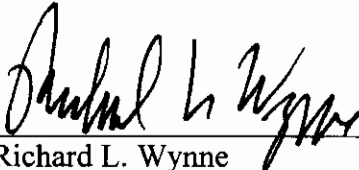
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Attorney for Plaintiff Wayne Berry

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Attorneys for C&S Wholesale Grocers, Inc.

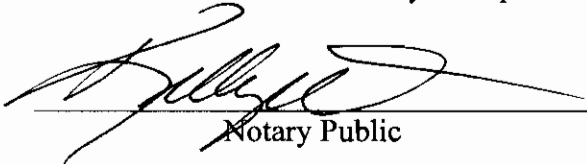
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Company Americas and J.P. Morgan Chase Bank

  
Richard L. Wynne

Sworn before me this 26th day of September, 2007.

  
Notary Public

